FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR

OMB APPROVAL						
OMB Number:	3235-0076					
Expires:						
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SEC	USE ONLY	7			
Prefix	Serial	7			

DATE RECEIVED

UNIFORM LIMITED OFFERING EXEM	PHON
Name of Offering (check if this is an amendment and name has changed, and indicate change.)	RECEIVED TO
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) Type of Filing: New Filing Amendment	DEC 1 2 2000
A. BASIC IDENTIFICATION DATA	2006
1. Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	(c/213 EC)
Grayson Harrisburg Limited Partnership	\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
3723 Fairview Industrial Drive SE, Suite 270 Salem, OR 97302	(503) 375-9016
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	
Ownership of senior living facility	PROCESSED
Type of Business Organization corporation business trust limited partnership, already formed business trust limited partnership, to be formed	please specify): JAN 0 5 2007
Month Year Actual or Estimated Date of Incorporation or Organization: O 5 O C Actual Estimated Date of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction)	THOMSON FINANCIAL
GENERAL INSTRUCTIONS	
P-3	

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 9

SEC 1972 (6-02)



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2. Enter the information re	quested for the fol	lowing:			
• Each promoter of t	he issuer, if the iss	suer has been organized w	ithin the past five years;		
• Each beneficial ow	ner having the pow	er to vote or dispose, or dir	ect the vote or disposition	of, 10% or more of	a class of equity securities of the issuer.
Each executive off	icer and director of	f corporate issuers and of	corporate general and mar	naging partners of	partnership issuers; and
Each general and n	nanaging partner o	f partnership issuers.			
Check Box(es) that Apply:	Promoter	■ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i Harder, Jon M.	f individual)				
Business or Residence Addre 3723 Fairview Industrial	•		•		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)	=			
Fisher, Darryl E.					
Business or Residence Addre	ss (Number and	Street, City, State, Zip Co	ode)		
3723 Fairview Industrial D		•			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				:
Business or Residence Addre	ss (Number and	Street, City, State, Zip Co	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	f individual)	•			
Business or Residence Addre	ss (Number and	Street, City, State, Zip Co	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)	·			
Business or Residence Addre	ss (Number and	Street, City, State, Zip Co	ode)		*
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	f individual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip Co	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	f individual)				:
Business or Residence Addre	ess (Number and	Street, City, State, Zip Co	ode)		
	(Use bla	nk sheet, or copy and use	additional copies of this s	heet, as necessary)

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1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?								,	Yes	. No			
•.	Answer also in Appendix, Column 2, if filing under ULOE.								***************	Ц	X		
2.	What is	the minimu	ım investm			pted from a						s 100	00.000,0
		Ţ			'							Yes	No
3.	Does the	offering p	ermit joint	ownershi	p of a sing	le unit?		·····			····		X
4.			-		•	ho has bee			•	•	• • •		
						of purchase at of a brok							
						ore than five on for that				ciated pers	ons of sucl	1	,
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	•	ek Financi		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,									
Bus	siness or F	Residence	Address (N	umber and	d Street, Ci	ity, State, Z	ip Code)						
		,	Dr. SE S		97306								
Nar	ne of Ass	ociated Bro	oker or Dea	aler									
Sta	tes in Whi	ich Person	Listed Has	Solicited	or Intends	to Solicit l	Purchasers					····	
	(Check '	'All States	" or check	indiviđual	States)							[7] A1	States
	AL IL	(AK)	AZ IA	(KS)	CA KY	(CO)	ME	DE MD	DC MA	FL MI	[GA] [MN]	HI .	MO
	MT	[NE]	NV	NH]	[IN]	NM)	NY	NC	ND	OH	OK)	OR	PA
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
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rui	i Name (L	ast name i	lirst, if indi	(Vidual)									
Bus	iness or	Residence	Address (1	Number an	d Street, C	ity, State,	Zip Code)						
Nar	ne of Ass	ociated Br	oker or De	aler						•			
Sta	tes in Whi	ich Person	Listed Has	s Solicited	or Intends	to Solicit	Purchasers	<u>`</u>					
	(Check '	'All States	" or check	individual	States)							□ AI	l States
		[AT]	[47]	ത്ര	(CA)	[وم]	COT	(Tie)	(FG)	(Pr.)	[GA]		
	AL IL	AK IN	AZ IA	AR KS	CA KY	CO LA	CT ME	DE MD	DC MA	FL MI	GA MN	HI MS	MO
	MT	NE	NV	NH)	NI	NM)	ÑY	NC	ND	ОH	OK	ŌR	PA
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
Ful	l Name (L	ast name f	first, if indi	ividual)		<u> </u>			 _				
			.,										
Bus	siness or	Residence	Address (1	Vumber an	d Street, C	ity, State,	Zip Code)						
Nar	ne of Ass	ociated Br	oker or De	aler		··							
	01 7133		01.01 01 20										
Sta	tes in Wh	ich Person	Listed Has	s Solicited	or Intends	to Solicit	Purchasers						· · · · · · · · ·
	(Check '	'All States	" or check	individual	States)				**********			☐ AI	l States
	AL	AK	ΑZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
	IL	IN	ĬĀ	KS	\overline{KY}	LA	ME	MD	MA	MI	MN	MS	MO
	MT	NE	NV	NH]	<u>IX</u>	NM	NY	NC	ND	ОН	OK	OR	PA
Sta	(Check '	'All States	" or check	individual	States)	CO	СТ	DE	DC	FL	GA	Ħ	ĪĎ

Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Already Type of Security Offering Price Sold Debt\$_ Common Preferred Convertible Securities (including warrants) \$______\$ Partnership Interests\$____ s 2,437,139.00 Other (Specify undivided fractional interest in real property \$ 2,437,139.00 Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount Investors of Purchases \$ 2,437,139.00 Accredited Investors 8 \$ 0.00 Non-accredited Investors 0 Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.

Type of

Type of Offering	Type of Security	Dollar Amount Sold
Rute 505		s
Regulation A		\$
Rule 504		s
Total		\$ 0.00
Furnish a statement of all expenses in connection with the issuance and distribution of the curities in this offering. Exclude amounts relating solely to organization expenses of the insurer.		

a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	
Printing and Engraving Costs	
Legal Fees	(Z) \$ 25,000.00
Accounting Fees	s
Engineering Fees	[7] \$ 10,000.00
Sales Commissions (specify finders' fees separately)	\$ 118,939.73
Other Expenses (identify)	☐ \$
Total	\$ 153,939.73

i†÷i €∵	C. OFFERING PRICE; NUMBER OF INVESTORS, EXPENSES AND USE OF P	ROCEEDS	连续经济
	b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		s_2,283,199.27
5.	Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.		
		Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees		✓ \$ 153,939.73
	Purchase of real estate		2283199.27
	Purchase, rental or leasing and installation of machinery and equipment		Π¢
	Construction or leasing of plant buildings and facilities		
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another		
	issuer pursuant to a merger)		
	Repayment of indebtedness		
	Working capital		_
	Other (specify):	S	. U.S
		s	
	Column Totals	<u>\$ 0.00</u>	\$ 2,437,139.00
	Total Payments Listed (column totals added)	_	437,139.00
141	Difederal signature	A Section 1	ESCHAPES DIC
ig	e issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice nature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commisten information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of I	: is filed under Ru sion, upon writte	le 505, the following
SS	uer (Print or Type) Signature	Date	
Gr	rayson Harrisburg Limited Partnership	11/25	406
	me of Signer (Print or Type) Title of Signer (Print or Type) M. Harder Manager of Grayson Harrisburg Senior Living		
		,	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

1,	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No
	See Appendix, Column 5, for state response.		
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is D (17 CFR 239.500) at such times as required by state law.	s filed a no	tice on Form
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, inform issuer to offerees.	ation furr	ished by the
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be elimited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer clof this exemption has the burden of establishing that these conditions have been satisfied.		
	uer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its be athorized person.	half by the	undersigned
Issuer ((Print or Type) Signature Date		
Grayso	on Harrisburg Limited Partnership	22/06)
Name ((Print or Type) Title (Print or Type)	_	
Jon M.	. Harder Manager of Grayson Harrisburg Senior Living, LLC, Genera	al Partner	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

1 2 3 Disqualification Type of security under State ULOE Intend to sell and aggregate (if yes, attach to non-accredited offering price Type of investor and explanation of investors in State offered in state amount purchased in State waiver granted) (Part B-Item 1) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) Number of Number of Accredited Non-Accredited Yes No Investors Investors Yes State Amount Amount No AL ΑK ΑZ AR undivided CA 2 \$1,426,574. X × fractional interest CO CT DE DC FL GA HI X undivided 1 × \$100,000.00 ID IL IN IΑ KS KY LA ME MD MA ΜI MN MS

1	Intend to non-ac	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)			5 Disqualification under State ULOB (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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MT									
NE						· · · · · · · · · · · · · · · · · · ·			
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1	to non-a	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				under Sta (if yes, explana waiver	lification ate ULOE , attach ation of granted)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY									
PR	P					-			